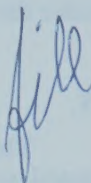


This Listing Statement is compiled by the Exchange from documents filed by the Company in making application for listing. It is issued for the information of members, member firms and member corporations of the Exchange. It is not and is not to be construed as a prospectus. The Exchange has received no consideration in connection with the issue of this Listing Statement other than the customary listing fee. The documents referred to above are open for inspection at the general office of the Exchange.

LISTING STATEMENT NO. 2376.

LISTED JUNE 27, 1969.
2,109,200 Common Shares without par value,
of which 34,200 Shares are subject
to issuance.
Stock Symbol "SPI".
Post Section 1.2.
Dial Quotation No. 1864.



THE TORONTO STOCK EXCHANGE

LISTING STATEMENT

SHAW PIPE INDUSTRIES LTD.

Incorporated under the Laws of Canada by Letters Patent dated August 23, 1968
as amended by Supplementary Letters Patent dated February 5, 1969.

CAPITALIZATION AS AT JUNE 16, 1969

SHARE CAPITAL	AUTHORIZED	ISSUED AND OUTSTANDING	TO BE LISTED
Common shares	5,000,000	2,075,000	2,109,200 *

* of which 34,200 are subject to issuance.

June 16, 1969.

1. APPLICATION

SHAW PIPE INDUSTRIES LTD. (the "Company") hereby makes application for the listing on The Toronto Stock Exchange of 2,109,200 common shares in the capital stock of the Company of which 2,075,000 common shares are issued and outstanding as fully paid and non-assessable as of the date hereof and an additional 34,200 common shares have been reserved for issuance pursuant to existing stock option arrangements (for particulars of which see page 7 of the Prospectus under the heading "Stock Options").

2. REFERENCE TO PROSPECTUS

Reference is made throughout this listing statement to the attached Prospectus of the Company dated April 25, 1969 (the "Prospectus") with respect to the offering of 475,000 common shares of the Company, a copy of which Prospectus is hereby incorporated in this statement and made part hereof.

3. HISTORY OF THE COMPANY

A history of the Company and its wholly-owned subsidiary companies is set forth on page 4 of the Prospectus.

4. NATURE OF BUSINESS

The nature of the business of the Company is set forth on pages 3 and 4 of the Prospectus. The Company and its subsidiaries employ in excess of 300 employees.

5. INCORPORATION

The Company was incorporated August 23, 1968 by Letters Patent under The Corporations Act of Canada with an authorized capital consisting of 45,000 preference shares with a par value of \$1 each and 20,000 common shares without nominal or par value. By Supplementary Letters Patent dated February 5, 1969, the Company was converted into a public company and the authorized capital was altered and increased so as to consist of 5,000,000 common shares only.

6. SHARE ISSUES SINCE INCORPORATION

<u>Date Issued</u>	<u>No. of Shares</u>	<u>To</u>	<u>Consideration</u>
<u>Common Shares</u>			
January 17, 1969	3	Founding Shareholders	\$1 per share
February 28, 1969	1,599,997	Vendors of Shares of Subsidiary Companies	\$2,687,635
May 21, 1969	475,000	Burns Bros. and Denton Limited	\$3,125,500

7. PROVISIONS OF SHARES

The Company has only one class of shares and particulars thereof are set forth on page 6 of the Prospectus under the heading "Description of Common Shares".

8. RECORD OF PROPERTIES

The Company is a holding company and actually owns no property but the property owned by its wholly-owned subsidiary companies is set forth on page 5 of the Prospectus under the heading "Description of Properties."

9. DIVIDEND RECORD

No dividends have been paid on the outstanding common shares of the Company and reference is made to page 6 of the Prospectus under the heading "Dividend Policy".

10. PROPERTY OF THE COMPANY

Particulars of the properties of the Company are set forth on page 5 of the Prospectus under the heading "Description of Properties".

11. SUBSIDIARY COMPANIES

The Company has the following subsidiary companies:

(a) Quebec Pipe Protection Ltd.

was incorporated under the laws of the Province of Quebec by Letters Patent dated February 6, 1959 with an authorized capital of 2,000 5% cumulative redeemable preference shares of the par value of \$100 each and 2,000 common shares of the par value of \$1 each of which 2,000 common shares have been issued at par, all of which shares are now owned by the Company. This company provides pipe protection systems and operates a pipe coating plant at Montreal, Quebec.

(b) Shaw Pipe Protection Limited

was incorporated under the laws of the Province of Ontario by Letters Patent dated November 12, 1954 as amended by Supplementary Letters Patent dated November 18, 1958 with an authorized capital of 420,000 5% non-cumulative non-voting redeemable Class A preference shares with a par value of \$1 each and 20,000 common shares without par value of which 2,000 common shares have been issued, all of which shares are now owned by the Company. This company provides pipe protection systems and operates pipe coating plants at Rexdale and Hamilton, Ontario.

(c) Shaw Flexible Tubes Limited

was incorporated under the laws of the Province of Ontario by Letters Patent dated September 14, 1960 as amended by Supplementary Letters Patent dated December 4, 1962 with an authorized capital of 36,000 5% non-cumulative non-voting redeemable Class A preference shares with a par value of \$1 each and 30,000 common shares without par value of which 30,000 common shares have been issued, all of which shares are now owned by the Company and a subsidiary company of the Company. This company manufactures pneumatic tubing, tube bundles and electronic control wire and cables for process measurement and control and operates a plant at Rexdale, Ontario.

(d) Canusa Coating Systems Limited

was incorporated under the laws of the Province of Ontario by Letters Patent dated November 16, 1966 with an authorized capital of 100,000 5% non-cumulative non-voting redeemable preference shares with a par value of \$1 each and 20,000 common shares without par value of which 10,003 common shares have been issued, all of which shares are now owned by a subsidiary company of the Company. This company produces a heat shrink sleeve consisting of heat shrinkable cross-linked polyethylene with an adhesive coating on the inner surface which shrinks uniformly when heated sealing a connection and operates a plant at Huntsville, Ontario.

(e) Huntsville Timber Products Limited

was incorporated under the laws of the Province of Ontario by Letters Patent dated October 3, 1966 as amended by Supplementary Letters Patent dated November 16, 1966 with an authorized capital of 100,000 5% non-cumulative non-voting redeemable preference shares with a par value of \$1 each and 20,000 common shares without par value of which 100,000 preference shares and 20,000 common shares have been issued, all of which shares are now owned by a subsidiary company of the Company. This company manufactured wooden reels used by the wire and cable industry until April 30, 1968 when the plant and equipment were sold to Shaw Pipe Protection Limited.

No securities commission or similar authority in Canada has in any way passed upon the merits of the securities offered hereunder and any representation to the contrary is an offence. These securities are offered by this prospectus only in jurisdictions where these securities may be lawfully offered.

New Issue



SHAW PIPE INDUSTRIES LTD.

(Incorporated under the laws of Canada)

475,000 Common Shares

(Without par value)

Price: \$7.00 per share

Application has been made to list these common shares on The Toronto Stock Exchange. Acceptance of the listing will be subject to the filing of required documents and evidence of satisfactory distribution on or before July 14, 1969.

	Price to Public	Underwriting Discount	Proceeds to Issuer*
Per share.....	\$7.00	\$0.42	\$6.58
Total.....	\$3,325,000	\$199,500	\$3,125,500

(*Before deducting expenses of issue, estimated to be \$75,000.)

There is at present no established market for the securities offered hereby and the price for this offering was determined by negotiation between the Company and the Underwriter.

We, as principals, offer these 475,000 common shares subject to prior sale, if, as and when issued by the Company and accepted by us and subject to the approval of all legal matters on behalf of the Company by Messrs. Harrison, Elwood, Gregory, Littlejohn & Fleming, London, and on our behalf by Messrs. Wahn, Mayer, Smith, Creber, Lyons, Torrance & Stevenson, Toronto.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that definitive share certificates will be available for delivery on or about May 21, 1969.

Burns Bros. and Denton Limited

Toronto

Ottawa

Hamilton

Montreal

Halifax

Saint John

Winnipeg

Edmonton

Calgary

Vancouver

London, England

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THE COMPANY

Shaw Pipe Industries Ltd. ("Shaw") was incorporated as a private company under the laws of Canada by letters patent dated August 23, 1968. By supplementary letters patent dated February 5, 1969, Shaw was converted into a public company and the authorized capital of Shaw was increased to 5,000,000 shares. Shaw's principal and head office is located at 25 Bethridge Road in the Municipality of Metropolitan Toronto, Ontario.

Shaw operates a pipe protection division and a manufacturing division through subsidiaries (hereinafter together with Shaw sometimes referred to as the "Shaw Group"). All the outstanding shares of the subsidiaries are owned by Shaw or its wholly-owned subsidiaries. The Shaw Group owns and operates nine plants located in five provinces and employs in excess of 300 employees. Eight of the plants are located on land owned by the Shaw Group.

The shares of Shaw's wholly-owned subsidiaries were acquired by Shaw pursuant to agreements dated February 28, 1969, and the details of acquisition are more particularly referred to on page 8 of this prospectus under the heading "Interest of Management and Others in Material Transactions".

BUSINESS OF THE COMPANY

Pipe Protection Division

The companies of the Shaw Group which are engaged in pipe protection are Shaw Pipe Protection Limited, Quebec Pipe Protection Ltd., Shaw Pipe Protection (Western) Limited, Shaw Pipe Protection (Alberta) Limited and B.C. Metals Protection Ltd. These companies operate plants for the application of protective coatings and linings to gas, oil and water pipe of all sizes up to 42 inches in diameter. In 1968, the companies processed 8,396 miles of pipe. These coatings and linings protect pipe against corrosion, insulate the pipe and speed the flow of contents through the pipe line. Pipe protection systems of the Shaw Group include hot applied enamel coatings, "Yellow Jacket" plastic coatings, spun mortar linings, internal epoxy linings and "Insul-8" urethane thermal insulation coatings. "Yellow Jacket" and "Insul-8" are registered trademarks of the Shaw Group.

Major customers are gas utilities, gas and oil producers, pipe line companies, water works departments and steel pipe manufacturers. The protective coating plants of the Shaw Group are strategically located across Canada in Montreal, Toronto, Hamilton, Regina, Edmonton and Vancouver. The customers' pipe is transported to one of these plants where it is cleaned, lined or coated and inspected before delivery to the job site when required by the customer. The controlled conditions in the coating plants reduce construction delays and provide year round quality of protection thus permitting a longer construction season.

The pipe protection systems are marketed by technical sales employees with separate administrative headquarters in Toronto and Edmonton for Eastern and Western Canada respectively.

Manufacturing Division

The companies of the Shaw Group which are engaged in manufacturing operations are Shaw Flexible Tubes Limited, Canusa Coating Systems Limited and Shaw Pipe Protection Limited through its Huntsville Timber Products division.

Shaw Flexible Tubes Limited manufactures under license two major product lines under the registered trade marks "Dekoron" and "Synflex". The "Dekoron" line of products includes pneumatic tubing and tube bundles and electronic control wires and cables for process measurement and control. "Dekoron" products are used by the power and chemical industries, in heating and air conditioning systems and wherever instrumentation and automatic process control is important.

The "Synflex" line of products includes plastic tubing and hose for low and high pressure systems. Polyethylene, nylon, vinyl, urethane and polypropylene tubings are manufactured by Shaw Flexible Tubes Limited in a wide range of sizes for use in manufacturing plants and service industries. Reinforced high pressure hose is used for hydraulic systems, air brake connections and pressure point systems where flexibility, light weight and corrosion resistance are required. Among the principal industrial users are the automotive, farm equipment, food and beverage industries.

The manufacturing plant and administrative offices of Shaw Flexible Tubes Limited are located in Toronto. Products are marketed by technical sales employees and through distributors across Canada.

Canusa Coating Systems Limited operates a plant in Huntsville, Ontario to produce the Canusa heat shrink sleeve. Industry's need for a more effective means of protecting pipe line connections from corrosive attack and moisture penetration led to the development of the sleeve by the Shaw Group. The sleeve, featuring heat shrinkable cross-linked polyethylene with an adhesive coating on the inner surface, shrinks uniformly when heated, sealing the connection. This product has also been adapted for use by the electrical, insulation and telephone industries where encapsulation is required. Canusa heat shrink sleeves are marketed throughout the world.

Canusa Coating Systems Limited also manufactures plastic colour compounds for use by the pipe protection companies and tubing and wire coatings for Shaw Flexible Tubes Limited.

Huntsville Timber Products division operates a highly automated plant adjacent to the plant of Canusa Coating Systems Limited to produce wooden reels used by the wire and cable industry. These reels are also used by Shaw Flexible Tubes Limited for the storing and shipping of wire, cable and plastic tubing.

Research and Engineering

The research and engineering departments of the Shaw Group, with a combined staff of 18 employees, work as a co-ordinated team in the development of new products and processes. The research department keeps the Shaw Group well abreast of the rapidly developing plastics technology related to its business. The engineering department has designed and built process systems which have materially contributed to the success of the organization and this technical know-how has permitted effective conversion of products from research to production. Examples of products developed and marketed are the Canusa heat shrink sleeve and the "Insul-8" coating system, which system has gained wide acceptance in the pipe industry where temperature control is important.

Management recognizes the importance of these departments and, in order to maintain the growth and profitability of the Shaw Group, new products and systems are being developed and tested which give promise of breakthrough in coatings and plastics technology.

Foreign Sales

In 1968, the products of the Shaw Group were sold in Australia, England, Holland, India, Israel, Jamaica, New Zealand, Pakistan, the United States of America and Venezuela. The Canusa heat shrink sleeve and other products are marketed in the United States of America by a master distributor, in Venezuela by the Shaw Group's "Yellow Jacket" licensee and in Australia and New Zealand by Shaw's Australian subsidiary, and other export sales are made by agents, distributors or directly for contract projects.

HISTORY

In the late 1930's, Francis E. Shaw, a director of Shaw, established Shaw Construction, a general construction company in Sarnia, Ontario. With the expansion of the petroleum and chemical industries in the 1940's, Mr. Shaw expanded his business to include pipe line contracting. In the early 1950's, Mr. Shaw saw the advantages of pre-coating pipe prior to shipment to the job site and opened temporary coating yards at Caledonia and Dawn, Ontario. In 1953, a coating yard was opened in Toronto to service a major gas utility, and in 1954, the protective coatings division was formed and an additional plant was opened in Hamilton. With the construction of the gas pipe line from Western Canada to Ontario in 1957-58, temporary yards were opened in Port Arthur, North Bay, Belleville and Ottawa to pre-coat branch lines in those areas.

In 1958, Shaw Pipe Protection Limited, which is now a member of the Shaw Group, acquired the protective coatings division for the purpose of specializing in the pipe protection business. Since that time this company and the other members of the Shaw Group have continued to expand and diversify their operations as follows:

1959—introduction of "Yellow Jacket" polyethylene coatings

1960—incorporation of Shaw Flexible Tubes Limited

1961—establishment of Shaw Pipe Protection (Western) Limited at Regina

1962—establishment of Shaw Pipe Protection (Alberta) Limited at Edmonton

1963—establishment of Quebec Pipe Protection Ltd. at Montreal

1964—establishment of materials research department at Toronto

—development of spun mortar linings

—development of bonded resin linings and coatings

- 1965—sub-licensing of “Yellow Jacket” process to Venezuelan licensee
—acquisition of B.C. Metals Protection Ltd. at Vancouver
- 1966—development of “Insul-8” urethane thermal insulation system
—development of heat shrink sleeve
- 1967—establishment of Canusa Coating Systems Limited at Huntsville
—establishment of Huntsville Timber Products division at Huntsville
- 1968—establishment of facilities to produce plastic colour compounds
—incorporation of Shaw Pipe Protection (Australia) Pty. Limited
- 1969—establishment of plant in Melbourne, Australia (under construction)

DESCRIPTION OF PROPERTIES

The following are the locations and general character of the principal properties of the Shaw Group:

- (a) Shaw Pipe Protection Limited owns a plant containing 19,810 square feet located on an 11.76 acre site in Hamilton, Ontario. The plant, which has adjoining rail facilities, has machinery and equipment for applying “Yellow Jacket” plastic coatings, bonded resin linings and coatings and thermo-set linings and coatings.
- (b) Shaw Pipe Protection Limited also owns a plant containing 26,792 square feet on an 8.5 acre site in the Borough of Etobicoke, Municipality of Metropolitan Toronto. The plant, which has adjoining rail facilities, has machinery and equipment for applying thermo-set linings and coatings, spun mortar linings and bonded resin linings and coatings.
- (c) Shaw Pipe Protection Limited also owns a plant containing 12,369 square feet on a 5 acre site near Huntsville, Ontario. The plant, which has adjoining rail facilities, manufactures reels for the wire and cable industry.
- (d) Canusa Coating Systems Limited owns a plant containing 22,000 square feet on a 43 acre site near Huntsville, Ontario. The plant, which has adjoining rail facilities, manufactures Canusa heat shrink sleeves, “Dekoron” pneumatic tubing and plastic colour compounds.
- (e) Shaw Flexible Tubes Limited leases a building containing 23,000 square feet on a 1.5 acre site owned by Shaw Pipe Protection Limited in the Borough of Etobicoke, Municipality of Metropolitan Toronto. The building, which has adjoining rail facilities, manufactures “Dekoron” pneumatic tubing and electronic control systems, and “Synflex” high and low pressure pneumatic and hydraulic tubing.
- (f) Shaw Pipe Protection (Western) Limited owns a plant containing 23,000 square feet on a 22 acre site at Regina, Saskatchewan. The plant, which has adjoining rail facilities, has machinery and equipment for applying “Yellow Jacket” plastic coatings, bonded resin linings and coatings, thermo-set linings and coatings and spun mortar linings.
- (g) Shaw Pipe Protection (Alberta) Limited owns a plant containing 49,000 square feet on a 27 acre site in Edmonton, Alberta. The plant, which has adjoining rail facilities, has machinery and equipment for applying “Yellow Jacket” plastic coatings, bonded resin linings and coatings, thermo-set linings and coatings, “Insul-8” urethane thermal insulation coatings and spun mortar linings.
- (h) B.C. Metals Protection Ltd. owns a plant containing 30,000 square feet on a 19.58 acre site at Vancouver, British Columbia. The plant, which has adjoining rail facilities, has machinery and equipment for applying “Yellow Jacket” plastic coatings, bonded resin linings and coatings and thermo-set linings and coatings.
- (i) Quebec Pipe Protection Ltd. owns a plant containing 9,308 square feet on a leased site in Montreal, Quebec. The plant, which has adjoining rail facilities, has machinery and equipment for applying “Yellow Jacket” plastic coatings, bonded resin linings and coatings and thermo-set linings and coatings.
- (j) Shaw Pipe Protection (Australia) Pty. Limited purchased 20.5 acres of industrial land in the City of Broadmeadows (near the City of Melbourne), in the State of Victoria, Australia in February, 1969. The property adjoins a railway line and it is the intention to construct a railway siding and a plant to provide pipe protection for the natural gas and oil industries in Australia.

CAPITALIZATION

<u>Designation of Security</u>	<u>Authorized</u>	<u>Outstanding on December 31, 1968</u>	<u>Outstanding on February 28, 1969</u>	<u>Outstanding on February 28, 1969 after giving effect to this financing</u>
LONG TERM DEBT:				
Unsecured term bank loan due June 30, 1970.....		\$1,500,000	\$1,500,000	—
CAPITAL STOCK:				
Common shares without par value (1).....	5,000,000 shs.	3 shs. (\$3.00)	1,600,000 shs. (\$2,687,638)(2)	2,075,000 shs. (\$5,778,138)(2)

- (1) The 5,000,000 authorized common shares of Shaw may not be issued for a consideration aggregating more than \$10,000,000.
- (2) 1,599,997 common shares were issued by Shaw on February 28, 1969, as consideration for the purchase of the shares of its subsidiary companies with a value attributed thereto for such purpose of \$2,687,635 on a pooling of interests basis and of this amount \$85,635 has been allocated to paid-up capital and \$2,602,000 has been allocated to retained earnings. See "Interest of Management and Others in Material Transactions" on page 8 and Notes 1 and 2 to pro forma consolidated financial statements on page 12.
- (3) The obligation of a subsidiary of Shaw with respect to a lease of real property is set forth in Note 5(a) to the pro forma consolidated financial statements on page 13.

UNDERWRITING

By agreement dated April 25, 1969, Shaw has agreed to sell all but not less than all and Burns Bros. and Denton Limited, as principal, has agreed to purchase all but not less than all of the 475,000 common shares offered by this prospectus for \$3,125,500 payable in cash against delivery of certificates on or about May 21, 1969, subject to the terms and conditions of such agreement.

USE OF PROCEEDS

The estimated net proceeds to Shaw from the sale of the 475,000 common shares offered by this prospectus (after allowance of \$75,000 for expenses of issue) will amount to \$3,050,500 and will be applied to reduce the outstanding bank indebtedness of the Shaw Group.

DESCRIPTION OF COMMON SHARES

The common shares without par value of Shaw ("common shares") rank equally as to entitlement to dividends, voting rights (each common share carrying one vote at all meetings of shareholders) and repayment on liquidation or distribution. All common shares to be outstanding on the completion of this financing will be fully paid and non-assessable shares. Further common shares may be allotted and issued at such times, in such manner and to such persons as the board of directors may from time to time deem advisable. The holders of the common shares do not have pre-emptive or conversion rights with respect to the common shares.

Transfer Agent and Registrar

The transfer agent and registrar for the common shares of Shaw is The Canada Trust Company at its principal offices in Toronto, Halifax, Montreal, Regina, Calgary and Vancouver.

DIVIDEND POLICY

Shaw was incorporated on August 23, 1968 and no dividends have been paid on its outstanding common shares. The board of directors has made no decision for payment of dividends in the future. A substantial part of the retained earnings of the subsidiaries of Shaw constitutes "designated surplus" within the meaning of the Income Tax Act (Canada) and cannot be transferred to Shaw without the payment of additional income tax and accordingly there is no intention of transferring any portion of the designated surplus to Shaw.

PRIOR SALES OF COMMON SHARES

Since incorporation of Shaw, one qualifying common share was issued to each of the three first incorporators of Shaw at \$1.00 per share and, as a result of the acquisition by Shaw of all the issued shares of subsidiary companies, 1,599,997 common shares were issued as set out under the heading "Interest of Management and Others in Material Transactions" on page 8.

STOCK OPTIONS

Shaw has granted options to certain of its senior officers and to certain senior officers and employees of its wholly owned subsidiaries on a total of 34,200 common shares at \$7.00 per share as follows: (a) to senior officers of Shaw, 1,500 shares, (b) to senior officers of wholly owned subsidiaries of Shaw, 15,300 shares and (c) to employees of wholly owned subsidiaries of Shaw, 17,400 shares, all of which options are exercisable pro rata as to $\frac{1}{3}$ at any time up to March 31, 1970, as to $\frac{1}{3}$ between January 2, 1971 and March 31, 1971 and as to $\frac{1}{3}$ between January 2, 1972 and March 31, 1972. Shaw has undertaken to guarantee bank loans to a total maximum not exceeding \$425,000 for senior officers and employees of the Shaw Group to assist in the purchase of securities of this issue.

PRINCIPAL HOLDERS OF SECURITIES

As of March 3, 1969, the following are the names of all of the persons and corporations who owned of record or to the knowledge of Shaw, beneficially, directly or indirectly, more than 10% of the equity shares of Shaw.

<u>Name and Address</u>	<u>Designation of Class</u>	<u>Type of Ownership</u>	<u>No. of Shs. Owned</u>	<u>Percentage of Class</u>
SHAW HOLDINGS LIMITED, 25 Bethridge Road, Rexdale, Ontario	Common	Of Record and Beneficial	388,800	24.2%
JAMES R. SHAW SECURITIES LIMITED, 400 Confederation Building, Edmonton, Alberta	Common	Of Record and Beneficial	272,060	17%
L. E. SHAW INVESTMENTS LIMITED, 25 Bethridge Road, Rexdale, Ontario	Common	Of Record and Beneficial	272,060	17%
JAMES R. SHAW, 6903 Hardisty Drive, Edmonton 80, Alberta	Common	Of Record and Beneficial	324,000	20.2%
LESLIE E. SHAW, 450 The Kingsway, Islington, Ontario	Common	Of Record* and Beneficial	324,000	20.2%

*Three common shares are registered in the names of directors for qualifying purposes.

As of March 3, 1969, the directors and senior officers of Shaw, as a group, owned, directly or indirectly, 98.6% of the issued and outstanding common shares of Shaw. Reference is made to the heading "Interest of Management and Others in Material Transactions" on page 8 and to paragraph 1 thereof with respect to the principal shareholders of Shaw Holdings Limited, James R. Shaw Securities Limited and L. E. Shaw Investments Limited.

DIRECTORS AND OFFICERS

<u>Name and Address</u>	<u>Position</u>	<u>Principal Occupation</u>
JAMES ROBERT SHAW, 6903 Hardisty Drive, Edmonton, Alberta	Director and Chairman of the Board	President of CATV Limited, Edmonton, Alberta
LESLIE EARL SHAW, 450 The Kingsway, Islington, Ontario	Director, President and Chief Executive Officer	Executive of the Shaw Group
FRANCIS EARL SHAW, 1920 Lakeshore Road, Sarnia, Ontario	Director	Executive of the Shaw Group
JOHN DAVID HARRISON, M.B.E., Q.C., 281 Commissioners Road East, London, Ontario	Director and Secretary	Barrister and Solicitor, Partner, Harrison, Elwood, Gregory, Littlejohn & Fleming
JOSEPH CLEMENT MURPHY, 278 Lytton Blvd., Toronto, Ontario	Director	Investment dealer, Burns Bros. and Denton Limited
WAYNE JAMES COSGROVE, C.A., 109 Valley Woods Road, Don Mills, Ontario.	Treasurer	Executive of the Shaw Group

During the last five years all of the directors and officers of Shaw have been associated in various capacities with the companies or firms indicated opposite their names under the heading "Principal Occupation" except Mr. J. R. Shaw who was an Executive of the Shaw Group prior to September 1, 1968, and Mr. W. J. Cosgrove who prior to February, 1968 was for one and a half years employed in various capacities with National Drug and Chemical of Canada Limited, for a year prior thereto was associated with Peat, Marwick, Mitchell & Co., and prior thereto was employed in various capacities with M. Loeb Limited.

REMUNERATION OF DIRECTORS AND SENIOR OFFICERS

The aggregate direct remuneration paid by Shaw and its subsidiaries to the directors and senior officers of Shaw for the last financial year ended December 31, 1968 was \$124,377. The aggregate direct remuneration paid or payable for the period from January 1, 1969 to February 28, 1969 to such directors and senior officers was \$13,000. The estimated aggregate cost to Shaw and its subsidiaries in the last completed financial year of all pension benefits proposed to be paid by Shaw and its subsidiaries, directly or indirectly, to the directors and senior officers of Shaw under any normal pension plan in the event of retirement at normal retirement age amounted to \$11,893.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

There have been no material transactions during the preceding three years in which any director, senior officer or shareholder of Shaw has had any interest except as follows:

1. By agreements dated February 28, 1969, Shaw acquired all of the issued and outstanding shares in its subsidiary companies (other than the shares of Shaw Flexible Tubes Limited owned by Shaw Pipe Protection (Western) Limited) from Shaw Holdings Limited, James R. Shaw Securities Limited, L. E. Shaw Investments Limited, R. Bradford Burnham, A. R. Corlett, Harold F. Jarvis, Peter Maclean, Frank H. Olton, Leslie E. Shaw and James R. Shaw (the "vendors"). James R. Shaw is a director and Chairman of the Board of Shaw. The outstanding voting shares of James R. Shaw Securities Limited (which owns 50% of the voting shares of Shaw Holdings Limited) are owned by James R. Shaw, Leslie E. Shaw and trustees for the children of James R. Shaw. Leslie E. Shaw is a director and the President of Shaw. The outstanding voting shares of L. E. Shaw Investments Limited (which owns 50% of the outstanding voting shares of Shaw Holdings Limited) are owned by Leslie E. Shaw, James R. Shaw and trustees for the children of Leslie E. Shaw. Under the said agreements, Shaw purchased all of the outstanding shares of Shaw Pipe Protection Limited, Quebec Pipe Protection Ltd., Shaw Pipe Protection (Western) Limited, Shaw Pipe Protection (Alberta) Limited, Shaw Pipe Protection (B.C.) Limited, Prairie Pressure Pipe Limited and Shaw Flexible Tubes Limited (other than the shares of Shaw Flexible Tubes Limited owned by Shaw Pipe Protection (Western) Limited). B.C. Metals Protection Ltd. is a wholly-owned subsidiary of Shaw Pipe Protection (B.C.) Limited. Canusa Coating Systems Limited is a wholly-owned subsidiary of Shaw Pipe Protection (Western) Limited. Huntsville Timber Products division is owned by Shaw Pipe Protection Limited. The purchase price paid by Shaw for the shares acquired pursuant to the said agreements was determined on a pooling of interests basis related to the earnings of the various subsidiary companies of Shaw. The purchase price paid by Shaw to the vendors was satisfied by the issuing of 1,599,997 fully paid and non-assessable common shares of Shaw in accordance with their respective holdings and with a value attributed thereto in accordance with the agreements on a pooling of interests basis. The common shares of Shaw received by James R. Shaw, James R. Shaw Securities Limited, Leslie E. Shaw, L. E. Shaw Investments Limited and Shaw Holdings Limited are set forth under the heading "Principal Holders of Securities" on page 7.

The following are the addresses of the vendors referred to in the said agreements: Shaw Holdings Limited and L. E. Shaw Investments Limited, 25 Bethridge Road, Rexdale, Ontario; James R. Shaw Securities Limited, 400 Confederation Building, Edmonton, Alberta; James R. Shaw, 6903 Hardisty Drive, Edmonton, Alberta; Leslie E. Shaw, 450 The Kingsway, Islington, Ontario; R. Bradford Burnham, Hudson, Ohio, U.S.A.; A. R. Corlett, 142 Claxton Drive, Oakville, Ontario; Harold F. Jarvis, R.R. #1, Moffatt, Ontario; Peter Maclean, 53 Lloyminster Crescent, Willowdale, Ontario; Frank H. Olton, Aurora, Ohio, U.S.A.

2. By agreement dated December 17, 1968, Shaw Holdings Limited sold certain lands and premises in the Municipality of Metropolitan Toronto and in or adjacent to the City of Hamilton to Shaw Pipe Protection Limited, 25 Bethridge Road, Rexdale, Ontario, for cash at their appraised values. By agreement dated December 17, 1968, Shaw Pipe Protection (Western) Limited, 2236 Albert Street, Regina, Saskatchewan, sold marketable securities to Shaw Holdings Limited for \$763,875 cash at the bid market price at the close of trading on The Toronto Stock Exchange on that date.

3. Mr. J. C. Murphy, a director of Shaw, is a director and shareholder of Burns Bros. and Denton Limited, Toronto-Dominion Centre, Toronto, Ontario, and as such has an interest in the underwriting agreement with Burns Bros. and Denton Limited referred to in paragraph 1 under the heading "Underwriting" on page 6.

MATERIAL CONTRACTS

Except for contracts in the ordinary course of business, the only material contracts entered into by Shaw and its subsidiaries within the two years preceding the date of this prospectus are the following:

1. Agreement dated April 25, 1969, between Shaw and Burns Bros. and Denton Limited referred to under the heading "Underwriting" on page 6.
2. Agreements dated February 28, 1969, between Shaw as purchaser and Shaw Holdings Limited, James R. Shaw Securities Limited, L. E. Shaw Investments Limited, R. Bradford Burnham, A. R. Corlett, Harold F. Jarvis, Peter Maclean, Frank H. Olton, Leslie E. Shaw and James R. Shaw as vendors whereby Shaw acquired all of the issued and outstanding shares of the subsidiary companies (other than the shares of Shaw Flexible Tubes Limited owned by Shaw Pipe Protection (Western) Limited) referred to under the heading "Interest of Management and Others in Material Transactions" on page 8.
3. Agreement dated December 17, 1968, between Shaw Pipe Protection (Western) Limited as vendor and Shaw Holdings Limited as purchaser whereby Shaw Pipe Protection (Western) Limited sold marketable securities to Shaw Holdings Limited for \$763,875 cash at the bid market price at the close of trading on The Toronto Stock Exchange on that date.
4. Agreement dated December 17, 1968, between Shaw Holdings Limited as vendor and Shaw Pipe Protection Limited as purchaser whereby Shaw Pipe Protection Limited acquired certain lands and premises in the Municipality of Metropolitan Toronto and in or adjacent to the City of Hamilton for cash at their appraised values.
5. Agreement dated December 16, 1968, between the Housing Commission of Victoria, Melbourne, Australia as vendor and Shaw Pipe Protection (Australia) Pty. Limited as purchaser whereby Shaw Pipe Protection (Australia) Pty. Limited purchased 20.5 acres of industrial land in the City of Broadmeadows, Australia.

Copies of the above-mentioned contracts and agreements may be examined at the head office of Shaw during ordinary business hours during the period of primary distribution of the common shares and for a period of 30 days thereafter.

PENDING LEGAL PROCEEDINGS

In an action commenced in the United States District Court for the Northern District of Illinois Eastern Division on December 26, 1968, Raychem Corporation, a company incorporated under the laws of the State of California, having its head office located at 300 Constitution Drive, Menlo Park, California, sued Canusa Coating Systems, Inc., the Shaw Group's master distributor of the Canusa heat shrink sleeve in the United States of America. Canusa Coating Systems, Inc. is not a member of the Shaw Group. The plaintiff claims a patent infringement against U.S. Patent No. 3297819, an injunction restraining Canusa Coating Systems, Inc. from further infringement and a decree that the suit be stated as an exceptional case and claiming three times the plaintiff's actual proven damages. Management of Canusa Coating Systems, Inc. has received an opinion from its counsel that there is no patent infringement and that the action can be successfully defended.

SPONSORS

Shaw Holdings Limited, James R. Shaw Securities Limited, L. E. Shaw Investments Limited, James R. Shaw and Leslie E. Shaw may be considered to be sponsors of Shaw. Reference is made to the agreements under the heading "Interest of Management and Others in Material Transactions" on page 8.

AUDITORS

The auditors of Shaw are Messrs. Clarkson, Gordon & Co., 291 Dundas Street, London, Ontario.

SHAW PIPE INDUSTRIES LTD.
and its subsidiary companies

**Pro Forma Consolidated Balance Sheet "A" and
Pro Forma Consolidated Balance Sheet "B"**

December 31, 1968

Assets	Pro forma consolidated balance sheet "A"	Pro forma consolidated balance sheet "B"
Current:		
Accounts receivable.....	\$1,978,346	\$1,978,346
Inventories (see note 3).....	1,279,456	1,279,456
Prepaid expenses.....	103,676	103,676
	<u>3,361,478</u>	<u>3,361,478</u>
Investments in non-consolidated subsidiary companies—at cost:		
Shares.....	1,625	1,625
Advances.....	48,194	48,194
	<u>49,819</u>	<u>49,819</u>
Fixed assets (see note 4).....	3,888,500	3,888,500
Other:		
Deferred research and development expenses—at cost less amortized to date.....	178,615	178,615
Organization expenses.....	3,464	3,464
Excess of cost of shares of subsidiaries over tangible assets.....	223,868	223,868
	<u>405,947</u>	<u>405,947</u>
	<u><u>\$7,705,744</u></u>	<u><u>\$7,705,744</u></u>
Liabilities		
Current:		
Due to bankers on demand loan and overdraft.....	\$1,573,662	\$ 23,162
Accounts payable and accrued charges.....	1,192,466	1,192,466
Income and other taxes payable.....	449,053	409,053
	<u>3,215,181</u>	<u>1,624,681</u>
Deferred income taxes.....	302,925	302,925
Long-term liabilities:		
Due to bankers on term loan, due June 30, 1970.....	1,500,000	—
Shareholders' equity:		
Capital—		
Authorized:		
5,000,000 common shares without par value		
Issued:		
1,600,000 shares.....	85,638	
2,075,000 shares.....		3,211,138
Retained earnings (see note 9).....	2,602,000	2,567,000
	<u>2,687,638</u>	<u>5,778,138</u>
ON BEHALF OF THE BOARD:		
(Signed) LESLIE SHAW, Director		
(Signed) JAMES R. SHAW, Director		
	<u><u>\$7,705,744</u></u>	<u><u>\$7,705,744</u></u>

(See accompanying notes)

SHAW PIPE INDUSTRIES LTD.
and its subsidiary companies

**Pro Forma Statement of Consolidated Earnings
for the Five Years ended December 31, 1968**

	1964	1965	1966	1967	1968
Net sales.....	<u>\$5,696,213</u>	<u>\$6,816,818</u>	<u>\$7,110,146</u>	<u>\$8,435,826</u>	<u>\$10,360,576</u>
Consolidated earnings before depreciation and amortization, interest on long-term debt, and taxes on income.....	<u>\$1,303,003</u>	<u>\$1,729,816</u>	<u>\$1,330,622</u>	<u>\$1,866,058</u>	<u>\$ 2,238,112</u>
Deduct:					
Depreciation and amortization.....	273,482	320,678	374,482	384,064	463,617
Interest on long-term debt—					
Income debenture.....	27,634	30,236	12,019	51,171	41,477
Other.....	13,097	30,904	—	—	—
	<u>314,213</u>	<u>381,818</u>	<u>386,501</u>	<u>435,235</u>	<u>505,094</u>
Consolidated earnings before taxes on income..	988,790	1,347,998	944,121	1,430,823	1,733,018
Taxes on income (see note 6).....	499,604	659,465	459,608	750,645	764,530
Consolidated net earnings.....	<u>\$ 489,186</u>	<u>\$ 688,533</u>	<u>\$ 484,513</u>	<u>\$ 680,178</u>	<u>\$ 968,488</u>

**Pro Forma Statement of Consolidated Retained Earnings
for the Five Years Ended December 31, 1968**

	1964	1965	1966	1967	1968
Balance, beginning of year.....	\$ 794,782	\$ 505,243	\$1,079,855	\$1,564,218	\$ 2,236,059
Add:					
Consolidated net earnings.....	489,186	688,533	484,513	680,178	968,488
Profit on sale of marketable securities.....	—	—	—	—	405,515
	<u>1,283,968</u>	<u>1,193,776</u>	<u>1,564,368</u>	<u>2,244,396</u>	<u>3,610,062</u>
Deduct:					
Dividends paid.....	778,725	—	150	8,337	1,008,062
Write-off of uncollectible advances.....	—	113,921	—	—	—
Balance, end of year (see note 9).....	<u>\$ 505,243</u>	<u>\$1,079,855</u>	<u>\$1,564,218</u>	<u>\$2,236,059</u>	<u>\$ 2,602,000</u>

(See accompanying notes)

SHAW PIPE INDUSTRIES LTD.
and its subsidiary companies

Notes to Pro Forma Consolidated Financial Statements

December 31, 1968

1. Shaw Pipe Industries Ltd. was incorporated under the laws of Canada on August 23, 1968. At December 31, 1968 there were only three incorporators' shares outstanding and the company had assets of only \$3.

On February 28 1969 the company acquired all of the outstanding common shares of the following companies (excluding the common shares of Shaw Flexible Tubes Limited owned by its parent, Shaw Pipe Protection (Western) Limited), in exchange for the issue of 1,599,997 common shares of the company:

Shaw Pipe Protection Limited
Shaw Pipe Protection (Alberta) Limited
Shaw Pipe Protection (B.C.) Limited
Shaw Pipe Protection (Western) Limited
Prairie Pressure Pipe Limited
Quebec Pipe Protection Ltd.
Shaw Flexible Tubes Limited.

2. (a) Pro forma consolidated balance sheet "A" and the accompanying pro forma statements of consolidated earnings and consolidated retained earnings for the five years ended December 31, 1968 give effect as at December 31, 1968 to the following transactions:

(i) The acquisition on February 28, 1969 of all of the outstanding common shares of the companies referred to in note 1, in exchange for the issue of 1,599,997 common shares of the company.

This transaction has been accounted for as a "pooling of interests", and accordingly pro forma consolidated balance sheet "A" and the accompanying pro forma statements of consolidated earnings and consolidated retained earnings reflect the financial position of the companies as at December 31, 1968 and the results of their operations for the five years then ended, as if the transaction had taken place at January 1, 1964. These consolidated financial statements include the accounts of all of the acquired companies and their subsidiaries, with the exception of Shaw Pipe Protection (Australia) Pty. Limited and Shaw Products Ltd. These two companies were not consolidated because their operations were in the development stage at December 31, 1968, the investment in which is recorded at cost in the accompanying pro forma consolidated balance sheets.

(ii) The redemption on January 2, 1969 by Shaw Flexible Tubes Limited, a subsidiary of Shaw Pipe Protection (Western) Limited, for cash at their total paid-up value of \$900, of all of its outstanding preferred shares.

(iii) The redemption on January 6, 1969 by one of the subsidiary companies for cash of an outstanding income debenture for \$193,140.

(b) Pro forma consolidated balance sheet "B" gives effect as at December 31, 1968 to the transactions as set out in note 2(a) and to the following additional transactions:

(i) The issue and sale to an underwriter of 475,000 common shares for \$3,125,500 cash;

(ii) The payment of expenses in connection with the issue estimated at \$75,000 has been charged (net of \$40,000 income tax reduction applicable thereto) to pro forma consolidated retained earnings;

(iii) The application of the net proceeds of \$3,050,500 to (a) repay \$1,550,500 of the amounts due to bankers on demand loan and (b) repay the term bank loan of \$1,500,000.

3. Inventories, stated at the lower of cost or net realizable value, are as follows:

Raw materials.....	\$ 780,153
Work-in-process.....	135,255
Finished goods.....	364,048
	<u>\$1,279,456</u>

4. Fixed assets, stated at cost are as follows:

Land.....	\$ 689,063
Buildings.....	\$1,567,854
Machinery and equipment.....	3,669,940
Automotive equipment.....	118,332
Other.....	284,811
	<u>5,640,937</u>
Less accumulated depreciation.....	2,441,500
	<u>3,199,437</u>
	<u>\$3,888,500</u>

5. (a) Quebec Pipe Protection Ltd. has a lease commitment outstanding to August 31, 1980, which is based on a percentage of that company's gross income from pipe protection services. The amount payable on this commitment for the year ended December 31, 1968 amounted to approximately \$10,500.
- (b) The companies have entered into various licensing agreements which run to December 31, 1982 and which require minimum annual royalty payments aggregating approximately \$57,800.
- (c) Shaw Pipe Protection (Australia) Pty. Limited (one of the non-consolidated subsidiary companies) is committed to purchase property in Australia at a cost of approximately \$150,000.
6. One of the companies included in the accompanying pro forma statement of consolidated earnings is exempt from income taxes until March 30, 1970 under the area development provisions of the Income Tax Act (Canada) and The Corporations Tax Act (Ontario). As a result of this exemption, taxes on income have been reduced by \$9,000 for the year ended December 31, 1967 and by \$153,000 for the year ended December 31, 1968. All of the companies have been assessed for all years except their latest completed fiscal period. Amounts provided for income taxes are considered to be adequate.
7. According to the provisions of a resolution passed by the directors on February 28th, 1969 options have been granted to employees to purchase 34,200 common shares at \$7.00 per share as follows:
- (i) exercisable at any time to March 31, 1970—11,400 shares
 - (ii) exercisable between January 2, 1971 and March 31, 1971—11,400 shares
 - (iii) exercisable between January 2, 1972 and March 31, 1972—11,400 shares.
8. An action was commenced on December 26, 1968, by a United States Corporation against Canusa Coating Systems, Inc., the Shaw Group's master distributor of the Canusa heat shrink sleeve in the United States of America. The plaintiff claims a patent infringement and an injunction restraining Canusa Coating Systems, Inc. from further infringement. Management of Canusa Coating Systems, Inc. has received an opinion from its counsel that there is no infringement of the patent and that the action can be successfully defended.
9. A substantial part of the retained earnings of the subsidiaries of Shaw Pipe Industries Ltd. as at December 31, 1968 were "designated" within the meaning of the Income Tax Act (Canada). Any transfer of these "designated" retained earnings by the subsidiaries to Shaw Pipe Industries Ltd. would be subject to income tax at regular corporate rates but the transfer of earnings of subsequent periods would be exempt from income taxes.
10. Shaw Pipe Industries Ltd. intends to guarantee bank loans up to a maximum of \$425,000 which may be incurred by senior officers of the company and senior officers and employees of subsidiary companies to purchase stock of this issue in the company.

AUDITORS' REPORT

To the Directors,
SHAW PIPE INDUSTRIES LTD.

We have examined pro forma consolidated balance sheet "A" and pro forma consolidated balance sheet "B" of Shaw Pipe Industries Ltd. and its subsidiary companies as at December 31, 1968 and the related pro forma statements of consolidated earnings and consolidated retained earnings for the five years then ended. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion:

- (a) The accompanying pro forma consolidated balance sheet "A" presents fairly the consolidated financial position of the companies as at December 31, 1968 after giving effect to the transactions set out in note 2(a) to the pro forma consolidated financial statements;
- (b) The accompanying pro forma consolidated balance sheet "B" presents fairly the consolidated financial position of the companies as at December 31, 1968 after giving effect to the transactions set out in note 2(a) and (b) to the pro forma consolidated financial statements;
- (c) The accompanying pro forma statements of consolidated earnings and consolidated retained earnings present fairly the consolidated results of operations of the companies for the five years ended December 31, 1968 after giving effect to the transactions set out in note 2(a) to the pro forma consolidated financial statements;

all in accordance with generally accepted accounting principles applied on a consistent basis.

London, Canada.
February 28, 1969.

(Signed) CLARKSON, GORDON & CO.
Chartered Accountants.

PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

The Securities Act, 1967 (Alberta), The Securities Act, 1966 (Ontario), The Securities Act, 1968 (Manitoba) and The Securities Act, 1967 (Saskatchewan) provide in effect that where a security is offered to the public in the course of primary distribution

- (a) a purchaser will not be bound by a contract for the purchase of such security if written or telegraphic notice of his intention not to be bound is received by the vendor or his agent not later than midnight on the second business day after the prospectus or amended prospectus offering such security is received or is deemed to be received by him or his agent, and
- (b) a purchaser has the right to rescind a contract for the purchase of such security, while still the owner thereof, if the prospectus or any amended prospectus offering such security contains an untrue statement of a material fact or omits to state a material fact necessary in order to make any statement therein not misleading in the light of the circumstances in which it was made, but no action to enforce this right can be commenced by a purchaser after the expiration of 90 days from the later of the date of such contract or the date on which such prospectus or amended prospectus is received or is deemed to be received by him or his agent.

The Securities Act, 1967 (British Columbia) provides, in effect, that where a security is offered to the public in the course of primary distribution

- (a) a purchaser has a right to rescind a contract for the purchase of a security, while still the owner thereof, if a copy of the last prospectus, together with financial statements and reports and summaries of reports relating to the securities as filed with the British Columbia Securities Commission, was not delivered to him or his agent prior to delivery to either of them of the written confirmation of the sale of the securities. Written notice of intention to commence an action for rescission must be served on the person who contracted to sell within 60 days of the date of delivery of the written confirmation, but no action shall be commenced after the expiration of three months from the date of service of such notice, and
- (b) a purchaser has the right to rescind a contract for the purchase of such security, while still the owner thereof, if the prospectus or any amended prospectus offering such security contains an untrue statement of a material fact or omits to state a material fact necessary in order to make any statement therein not misleading in the light of the circumstances in which it was made, but no action to enforce this right can be commenced by a purchaser after expiration of 90 days from the later of the date of such contract or the date on which such prospectus or amended prospectus is received or is deemed to be received by him or his agent.

Reference is made to sections 63 and 64 of The Securities Act, 1967 (Alberta), sections 70 and 71 of The Securities Act, 1967 (Saskatchewan), sections 63 and 64 of The Securities Act, 1966 (Ontario), sections 63 and 64 of The Securities Act, 1968 (Manitoba) and sections 61 and 62 of the Securities Act, 1967 (British Columbia) for the complete text of the provisions under which the foregoing rights are conferred.

CERTIFICATE OF THE COMPANY

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part VII of the Securities Act, 1967 (British Columbia), by Part 7 of The Securities Act, 1967 (Alberta), by Part VIII of The Securities Act, 1967 (Saskatchewan), by Part VII of The Securities Act, 1968 (Manitoba), by Part VII of The Securities Act, 1966 (Ontario) and by the respective regulations thereunder, and under the Securities Act (Quebec) and by Section 13 of the Securities Act (New Brunswick).

April 25, 1969

(Signed) LESLIE SHAW
President and Chief Executive Officer

(Signed) W. J. COSGROVE
Treasurer and Chief Financial Officer

On behalf of the Board of Directors

(Signed) JAMES R. SHAW
Director

(Signed) JOHN D. HARRISON
Director

Directors

(Signed) JAMES R. SHAW

(Signed) JOHN D. HARRISON

(Signed) LESLIE SHAW

(Signed) J. C. MURPHY

(Signed) FRANCIS E. SHAW

Sponsors

SHAW HOLDINGS LIMITED

JAMES R. SHAW SECURITIES LIMITED

By: (Signed) LESLIE SHAW
President

By: (Signed) JAMES R. SHAW
President

By: (Signed) W. J. COSGROVE
Secretary

By: (Signed) LEO KUZMAK
Secretary

L. E. SHAW INVESTMENTS LIMITED

By: (Signed) LESLIE SHAW
President

(Signed) LESLIE SHAW

By: (Signed) W. J. COSGROVE
Secretary

(Signed) JAMES R. SHAW

CERTIFICATE OF THE UNDERWRITER

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part VII of the Securities Act, 1967 (British Columbia), by Part 7 of The Securities Act, 1967 (Alberta), by Part VIII of The Securities Act, 1967 (Saskatchewan), by Part VII of The Securities Act, 1968 (Manitoba), by Part VII of The Securities Act, 1966 (Ontario) and by the respective regulations thereunder, and under the Securities Act (Quebec) and by Section 13 of the Securities Act (New Brunswick). In respect of matters which are not within our knowledge we have relied upon the accuracy and adequacy of the foregoing.

April 25, 1969

BURNS BROS. AND DENTON LIMITED

By: (Signed) DAVID H. BROWN

The following includes the name of every person having an interest either directly or indirectly to the extent of not less than 5% in the capital of Burns Bros. and Denton Limited: C. F. W. Burns, L. C. Burns, E. S. Miles, D. E. Boxer and P. B. M. Eby.

(f) Prairie Pressure Pipe Limited

was incorporated under the laws of the Province of Saskatchewan by Certificate of Incorporation dated March 7, 1963 with an authorized capital of 18,000 5% non-cumulative non-voting redeemable participating preference shares with a nominal or par value of \$1 each and 2,000 common shares without nominal or par value of which 1,000 common shares have been issued, all of which shares are now owned by the Company. This company is inactive.

(g) Shaw Pipe Protection (Western) Limited

was incorporated under the laws of the Province of Saskatchewan by Certificate of Incorporation dated March 28, 1961 with an authorized capital of 20,000 5% non-cumulative non-voting redeemable participating preference shares with a nominal or par value of \$1 each, 80,000 Class A non-voting common shares without nominal or par value and 500 Class B voting common shares without nominal or par value of which 80,000 Class A common shares and 500 Class B common shares have been issued at par, all of which shares are now owned by the Company. This company provides pipe protection systems and operates a plant at Regina, Saskatchewan.

(h) Shaw Pipe Protection (Alberta) Limited

was incorporated under the laws of the Province of Alberta by Certificate of Incorporation dated March 15, 1962 with an authorized capital of 60,000 preference shares of a nominal or par value of \$5 each and 10,000 common shares without nominal or par value of which 10,000 common shares have been issued, all of which shares are now owned by the Company. This company provides pipe protection systems and operates a plant at Edmonton, Alberta.

(i) Shaw Pipe Protection (B.C.) Limited

was incorporated under the laws of the Province of British Columbia by Certificate of Incorporation dated February 11, 1963 with an authorized capital of 10,000 shares without nominal or par value of which 2 shares have been issued, all of which are now owned by the Company. This company is a holding company for the shares of B.C. Metals Protection Ltd.

(j) B.C. Metals Protection Ltd.

was incorporated under the laws of the Province of British Columbia by Certificate of Incorporation dated January 5, 1956 as supplemented by Certificate dated September 9, 1958 with an authorized capital of 75,000 5% non-cumulative non-voting redeemable preference shares with a nominal or par value of \$1 each and 5,000 Class A shares and 20,000 Class B shares without nominal or par value of which 2,900 Class A and 225 Class B shares have been issued, all of which shares are now owned by a subsidiary company of the Company. This company provides pipe protection systems and operates a plant at Vancouver, British Columbia.

(k) Shaw Pipe Protection (Australia) Pty. Limited

was incorporated under the laws of the State of Victoria in Australia by Certificate of Incorporation dated April 30, 1968 as amended by a Certificate dated December 13, 1968 with an authorized capital of 20,000 shares of \$1 each of which 2 shares have been issued, all of which shares are beneficially owned by the Company. This company has not yet commenced active operations but a plant to provide pipe protection for the natural gas and oil industries in Australia is under construction.

12. FUNDED DEBT

The Company does not have any funded or long-term debt.

13. OPTIONS, UNDERWRITINGS, ETC.

(a) Particulars of options of the Company are set forth under the heading "Stock Options" on page 7 of the Prospectus.

(b) The only underwriting agreement in force affecting the Company is that described in the Prospectus on page 6 under the heading "Underwriting".

14. LISTING ON OTHER STOCK EXCHANGES

No securities of the Company are now or have ever been listed on any stock exchange.

15. STATUS UNDER SECURITIES ACTS

Particulars of any filing, registration, approval or qualification with or by the Ontario Securities Commission or any corresponding governmental body or authority are as follows:

The Prospectus accompanying this application was filed with the Ontario Securities Commission on April 25, 1969, the British Columbia Securities Commission on May 6, 1969, The Registrar of The Alberta Securities Act on April 29, 1969, the Saskatchewan Securities Commission on April 29, 1969, the Quebec Securities Commission on May 2, 1969, the Administrator for The New Brunswick Securities Act on April 30, 1969, the Registrar of the Nova Scotia Securities Act on April 29, 1969 and the Minister of Consumer and Corporate Affairs on May 14, 1969.

Official receipts for the Prospectus and approval for the sale of securities offered by the said Prospectus were obtained under the above mentioned authorities on the dates hereinbefore referred to.

16. FISCAL YEAR

The fiscal year of the Company ends on December 31 in each year.

17.

ANNUAL MEETINGS

By-law Number 1 being a by-law relating generally to the transaction of the business and affairs of the Company provides that the annual meeting of the shareholders shall be held at such place within Canada on such day in each year and at such time as the board or the President may from time to time determine. The last annual meeting of the Company was held on February 27, 1969.

18.

HEAD OFFICE

The head office of the Company is located at 25 Bethridge Road, Municipality of Metropolitan Toronto, Ontario.

19.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the common shares of the Company is The Canada Trust Company at its principal offices in Toronto, Halifax, Montreal, Regina, Calgary and Vancouver.

20.

TRANSFER FEE

No fee is charged on stock transfers other than the customary Government stock transfer taxes.

21.

AUDITORS

The auditors of the Company are:

Messrs. Clarkson, Gordon & Co., Chartered Accountants, 291 Dundas Street, London, Ontario.

22.

OFFICERS AND DIRECTORS

The officers and directors of the Company are as follows:

<u>Name</u>	<u>Position</u>
James Robert Shaw	Chairman of the Board and Director
Leslie Earl Shaw	President, Chief Executive Officer and Director
John David Harrison	Secretary and Director
Wayne James Cosgrove	Treasurer
Francis Earl Shaw	Director
Joseph Clement Murphy	Director

The full names, home addresses and principal occupations of the Company's officers and directors during the past five years are shown on page 7 of the Prospectus.

Pursuant to a resolution duly passed by its Board of Directors the applicant Company hereby applies for a formal listing of the above mentioned securities on The Toronto Stock Exchange and the undersigned officers hereby certify that the statements and representations made in this application and in the documents submitted in support thereof are true and correct.

SHAW PIPE INDUSTRIES LTD.



Per: "LESLIE SHAW",
President

Per: "JOHN D. HARRISON",
Secretary

To the best of my knowledge, information and belief all of the statements and representation made in this application and in the documents submitted in support thereof are true and correct.

BURNS BROS. AND DENTON LIMITED
"DAVID H. BROWN"

DISTRIBUTION OF COMMON STOCK AS OF JUNE 3rd, 1969.

Number		Shares
48	Holders of 1 — 24 share lots	658
130	" " 25 — 99 " "	6,105
269	" " 100 — 199 " "	28,530
146	" " 200 — 299 " "	29,600
44	" " 300 — 399 " "	13,250
15	" " 400 — 499 " "	6,000
55	" " 500 — 999 " "	29,950
59	" " 1000 — up " "	1,960,907
<u>766</u>	<u>Shareholders</u>	<u>Total shares</u> <u>2,075,000</u>